1346296

### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

		OMB APPROVAL	
<i>(</i>	OMB NUMBER:	3235-0076	
	Expires Con Representation of the Control of the Co	April 30, 2008 burden	
F3]	hours per response		
<b>/</b> oc <sup>,</sup>	7912007 >	· <b>&gt;</b>	
		SEC USE ONLY	
	Prefix2	Serial	
	~/	DATE RECEIVED	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)

Common Stock	
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Filing Under (Check box(es) that apply):  Type of Filing: ■ New Filing □ Amendment	□ Rule 504	□ Rule 505	Rule 506	□ Section 4(6) □ ULOE		À
		A. BASIC II	DENTIFICAT	TON DATA		
1. Enter the information requested about the iss	uer					
Name of Issuer (□ check if this is an amendmen	t and name has c	hanged, and in	dicate change.	)	07079159	
Longview Energy Company						

Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (Including Area Code)
5949 Sherry Lane, Suite 1475, Dallas, TX 7522	25	214-692-7777
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Priof Description of Pusiness:		

Brief Description of Business:

#### Independent oil and gas company

Type of Business Organization						DDAAFAAF	_
■ corporation	□ limit	ed partnership	, already formed		☐ other (please specify):	PROCESSE	U
□ business trust	□ limit	ed partnership	, to be formed				
	N	Month Year				Q UCT 0 5 2007	
Actual or Estimated Date of Incorporatio	n or Organization	05 99	■ Actual	□ Estimated		D Time	

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

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## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	ŕ	A. BASIC IDENT	IFICATION DATA						
2. Enter the information requested for the following:									
Each promoter of the issuer, if     Each beneficial owner having the second control of the issuer.	<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,</li> </ul>								
Each executive officer and dire									
<ul> <li>Each general and managing part</li> </ul>	tner of partnersl	nip issuers.							
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Gershen, Robert D.									
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)						
c/o Longview Energy Company, 5949 Sl	harry I ana Sui	to 1475 Dollar TV 757	25						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Danier Dial M									
Pearce, Rick M. Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	·	<del></del>				
	•								
c/o Longview Energy Company, 5949 Si		<del></del>	··· · · · · · · · · · · · · · · · · ·						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Fuller, David A.									
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)						
c/o Longview Energy Company, 5949 Si	herry Lane, Sui	te 1475, Dallas, TX 752	25						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Carter, Harold D.									
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)						
		. 4485 D. H. 2007 854							
c/o Longview Energy Company, 5949 Si Check Box(es) that Apply:		te 1475, Dallas, TX 752  ☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)	□ Promoter	U Beneficial Owner	LI Executive Officer	■ Director	Ochciai androi managing rattici				
,									
Keane, George F. Business or Residence Address	(Number and	Street, City, State, Zip Co	ada)						
business of Residence Address	(Number and	Sileet, City, State, Zip Co	ouc)						
c/o Longview Energy Company, 5949 Si									
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Vessels, Thomas J.									
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)						
c/o Longview Energy Company, 5949 S	herry Lane. Sui	ite 1475, Dallas, TX 752	25						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Waesche, D. Randolph									
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)						
		1485 D. H. (1994 655	140						
c/o Longview Energy Company, 5949 S. Check Box(es) that Apply:	herry Lane, Sui ☐ Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)	□ Fromoter	D Belleficial Owlier	D Executive Officer	■ Director	U General and/or Wanaging Farther				
Tan Name (2001 mane man, it marvidum)									
D'Angelo, Richard M.	-01-1	0'- 0'- 0- 7'- O	3.5						
Business or Residence Address	(Number and	Street, City, State, Zip Co	uc)						
c/o Longview Energy Company, 5949 S	herry Lane, Su	ite 1475, Dallas, TX 752	225						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Huff, William R.									
Business or Residence Address	(Number and	Street, City, State, Zip Co	xde)						
./ I	L	1475 D.D TV 500	115						
c/o Longview Energy Company, 5949 S	nerry Lane, Su	ne 14/5, Dallas, IX 757	443						

Check Box(es) that Apply:

Business or Residence Address

Full Name (Last name first, if individual)

☐ Promoter

☐ Beneficial Owner

(Number and Street, City, State, Zip Code)

□ Executive Officer

□ Director

Ą.	BASIC	IDENTIFICA	ATION DATA

	•	A. BASIC IDENT	IFICATION DATA				
<ol> <li>Enter the information requested for the following:         <ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul> </li> </ol>							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Huff Energy Fund, L.P.							
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)				
(7 D   D) N N N N N 070(A							
67 Park Place, Morristown, NJ 07960 Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	1) Promoter	D Belleticiai Owliei	□ Executive Officer	B Director	General Brown Hamaging Latines		
Tun ivanic (East name inst, it moividual)							
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□Executive Officer	□ Director	General and/or Managing Partner		
Full Name (Last name first, if individual)	Li Flomotei	D Beneficial Owner	DEXECUTIVE OFFICE	- Director	Ocherar and or managing randor		
Tun Name (East Maine 1115), it mainteastly							
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
	(	,,,,,	,				
Check Poy(es) that Apply	- B .	- D C:10	T. F	D Diseases	Consul and/or Managing Portner		
Check Box(es) that Apply:  Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
run rame (Last name msi, n muividual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
·							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	- <u>-</u>			

☐ General and/or Managing Partner

	B. INFORMATION ABOUT OFFERING							
1	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							
1.	Answer also in Appendix, Column 2, if filing under ULOE.	•	Ö					
2.	What is the minimum investment that will be accepted from any individual?	\$n/a_						
		Yes	No					
3.	Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or							
4.								
Full Non-	Name (Last name first, if individual)							
	iness or Residence Address (Number and Street, City, State, Zip Code)							
200	mass of Nasideliot Hadrass (National and Brook, City, Blatte, Elip Codd)							
Nam	ne of Associated Broker or Dealer	<del></del>						
C	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
State	(Check "All States" or check individual States)	All States						
_ []	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					
	name (Last name first, if individual)	_ []	_ [, v4					
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)	-						
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
_ [1	MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					
Full	Name (Last name first, if individual)							
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)							
Nam	ne of Associated Broker or Dealer							
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
		_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box cand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	<b>s</b>
	Equity	\$ 20,000,000	\$20,000,000
	■ Common □ Preferred		
	Convertible Securities (including warrants)	<b>s</b>	s
	Partnership Interests	<b>s</b>	s
	Other (Specify)	\$	s
	Total	\$ 20,000,000	\$ 20,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	42	\$ 19,996,000
	Non-accredited Investors	2	\$ 4,000
	Total (for filings under Rule 504 only)		<b>S</b>
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		S
	Rule 505		•
	Regulation A	<del> </del>	<b>S</b>
	Rule 504		2
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	۵	s
	Printing and Engraving Costs		<b>s</b>
	Legal Fees	•	\$ 20,000
	Accounting Fees		<b>s</b>
	Engineering Fees	0	<b>s</b>
	Sales Commissions (specify finders' fees separately)		<b>s</b>
	Other Expenses (identify)		<b>s</b>
	Total		\$ 20,000

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate of l and total expenses furnished in response to Pa "adjusted gross proceeds to the issuer."	\$.	\$ <u>19,980,000</u>			
5.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount f and check the box to the left of the estimate. Th adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an execution of the payments listed must equal to	stimate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		0	\$	0	\$
	Purchase of real estate	,	0	<b>s</b>	0	<b>s</b>
	Purchase, rental or leasing and installation of ma	achinery and equipment	_	\$	o	<b>s</b>
	Construction or leasing of plant buildings and fa	acilities	0	\$	0	<b>s</b>
	Acquisition of other business (including the value that may be used in exchange for the assets or so					
	merger)			\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$	•	\$19,980,000_
	Other (specify):	<del></del>	. 0	\$		\$
				<b>s</b>	0	\$
	Column Totals			<b>\$</b> 0	_	\$ 19,980,000
	Total Payments Listed (column totals added)		_	■ S	- <u>19,980,000</u>	
		D. FEDERAL SIGNATI	URE			
		·····				
an 1	e issuer has duly caused this notice to be signed by undertaking by the issuer to furnish to the U.S. Sect-accredited investor pursuant to paragraph (b)(2) of the control	curities and Exchange Commission, upon	If this notice i	s filed under Rule 505, the t of its staff, the information	following s 1 furnished	signature constitutes by the issuer to any
Issı	uer (Print or Type)	Signature /	0 1	1 Date		
	ngview Energy Company	Polosty	terfo	September 24, 200	,	
Nai	me of Signer (Print or Type)	Title of Signer (Print or Type)				
Rol	bert D. Gershen	President				
					<del></del>	
					ra	$(\sigma)$
				, 1	EN	رن
		ATTENTION				

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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